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**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**RESPONSE OF DEBTORS TO APPLICATION  
 OF STUART MAUE FOR ALLOWANCE OF COMPENSATION  
 AND REIMBURSEMENT OF EXPENSES FOR THE ANALYSIS  
 OF THE FIRST INTERIM FEE APPLICATIONS OF THE SELECTED  
 CASE PROFESSIONALS, THE FIRST INTERIM FEE APPLICATION  
OF WEIL, GOTSHAL & MANGES LLP AND FTI CONSULTING, INC.**

TO THE HONORABLE ROBERT E. GERBER,  
 UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its  
 affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), as and for their  
 Response to the application of Stuart Maue (“**Maue**”) for allowance of certain compensation and  
 reimbursement of expenses incurred as consultant to the Fee Examiner, dated June 7, 2010  
 [Docket No. 5969] (the “**Maue Fee Application**”), respectfully represent:

1. Pursuant to the Maue Fee Application, Maue seeks approximately \$200,000 in compensation and reimbursement of expenses for the three-month period January 22, 2010 through April 22, 2010. Notably, in excess of \$110,000 of this amount relates to Maue's review of one fee application filed by the attorneys for the Debtors.

2. It also should be noted that the Maue Fee Application does not comply with this Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated August 7, 2009 [Docket No. 3711] (the "**Fee Procedures Order**"), despite the assertion of compliance in paragraph 7 of the Maue Fee Application and the fact that the terms of the order authorizing Maue's retention require compliance with the Fee Procedures Order. More specifically, the Maue Fee Application seeks interim allowance of fees for services rendered and expenses incurred on or after January 31, 2010. As set forth in the Fee Procedures Order, the time for filing an application for compensation for this period has not yet occurred. Maue also did not provide proper notice of the Maue Fee Application in accordance with the Fee Procedures Order, which requires filing a notice of fee hearing at least thirty days before the hearing to consider such application.

3. Moreover, there is no indication from the Fee Examiner as to whether he or his counsel has reviewed the Maue Fee Application in a manner consistent with the scrutiny other fee applications have been subjected to in these cases.

4. Notwithstanding the foregoing, and although the Debtors seriously question the benefit to their estates arising from the services rendered by Maue, the Debtors have no objection at this time to the allowance of the requested fees and expenses. The Debtors

reserve all rights to object to any final application filed by Maue for allowance of compensation and reimbursement of expenses.

Dated: New York, New York  
June 25, 2010

/s/ Stephen Karotkin

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